

The Helein Law Group, LLP

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@thlglaw.com

Writer's Direct Dial Number
(703) 714-1313

Writer's E-mail Address
jsm@thlglaw.com

June 23, 2005

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W., TW-A325
Washington, D.C. 20554

Re: WC Docket No. 05-198 – NOTICE OF EX PARTE

Application of UCN, Inc. and Transtel Communications, Inc., et al., for Section 214 Authority to Transfer Assets ("214 Application")

Dear Ms. Dortch:

On June 23, 2005, Jonathan S. Marashlian, on behalf of UCN, Inc. ("UCN"), participated in a telephone conference with Terri Natoli and Erin Boone of the Competition Policy Division, Wireline Competition Bureau regarding the above-captioned proceeding.

During the conference, UCN reiterated its position, as set forth in its Reply Comments, that removal of the 214 Application from streamlined processing would cause great harm to the public's interest and the interests of UCN's shareholders. UCN also responded to certain statements in APCC Services' ex parte presentation. UCN rebutted APCC Services' implication that approval of the 214 Application would permit Tel America to "disperse[] the assets and resources that will be needed to remedy the [alleged] violation [of payphone compensation rules]," and informed staff that closing the proposed transaction would provide Tel America and its principals with resources which exceed the amount in dispute. UCN addressed questions from staff regarding contractual issues, including assumption of liabilities. Lastly, UCN advised

staff that it could neither agree to nor satisfy the conditions proposed by APCC Services in its ex parte, unilaterally or otherwise.

Respectfully submitted,

/s/

Jonathan S. Marashlian

cc: Terri Natoli
Erin Boone
Renee Crittenden
James U. Troup
Robert F. Aldrich
Albert Kramer